

RECORDATION No. 20598

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RECORDATION No. 20598

(Filed pursuant to the A, B, C March 25, 1997

RECORDATION No.

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION No.

(Filed pursuant to the

Re:

Union Pacific Railroad Company  
Leveraged Lease Locomotive Financing  
UPRR 1997-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

(1) Memorandum of Lease Agreement (UPRR 1997-B), dated March 26, 1997, between ORIX Pluto Corporation, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"); and

(2) Memorandum of Mortgage and Security Agreement (UPRR 1997-B), dated March 26, 1997, between the Lessor, as borrower (the "Borrower"), and Harris Trust and Savings Bank, as security trustee (the "Security Trustee").

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (UPRR 1997-B), dated March 26, 1997, between the Lessee and the Lessor; and

(2) Memorandum of Mortgage Supplement No. 1 (UPRR 1997-B), dated March 26, 1997, between the Lessor, as Borrower, and the Security Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (UPRR 1997-B) and Memorandum of Mortgage Supplement No. 1 (UPRR 1997-B) are connected are the Memorandum of Lease Agreement (UPRR 1997-B) and the Memorandum of Mortgage and Security Agreement (UPRR 1997-B), respectively, referred to above, which are being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

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SURFACE TRANSPORTATION  
BOARD  
MAR 25 2 05 PM '97

Counterparts - 3 copies - 3/25/97

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MEMORANDUM OF LEASE AGREEMENT

Lessee: Union Pacific Railroad Company  
Eighth & Eaton Avenues  
Martin Tower  
Bethlehem, Pennsylvania 18018

Lessor: ORIX Pluto Corporation  
c/o ORIX Pluto Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo  
Japan

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: ORIX Pluto Corporation  
c/o ORIX Pluto Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo  
Japan

Security Trustee: Harris Trust and Savings Bank,  
as Security Trustee  
311 West Monroe Street  
Chicago, Illinois 60690

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Union Pacific Railroad Company  
Eighth & Eaton Avenues  
Martin Tower  
Bethlehem, Pennsylvania 18018

Lessor: ORIX Pluto Corporation  
c/o ORIX Pluto Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo  
Japan

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: ORIX Pluto Corporation  
c/o ORIX Pluto Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo  
Japan

Security Trustee: Harris Trust and Savings Bank,  
as Security Trustee  
311 West Monroe Street  
Chicago, Illinois 60690

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The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1 and Memorandum of Mortgage Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of eighty-eight dollars (\$88.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (UPRR 1997-B) between ORIX Pluto Corporation, as Lessor, c/o ORIX Pluto Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated March 26, 1997, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (UPRR 1997-B) between ORIX Pluto Corporation, as Borrower, c/o ORIX Pluto Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated March 26, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (UPRR 1997-B) between ORIX Pluto Corporation, as Lessor, c/o ORIX Pluto Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated March 26, 1997, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated March 26, 1997, which is filed concurrently herewith.

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(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (UPRR 1997-B) between ORIX Pluto Corporation, as Borrower, c/o ORIX Pluto Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated March 26, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated March 26, 1997, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T Williams

KTW/wp  
Enclosures

RECORDATION No. 20598-B

MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(UPRR 1997-B)

Memorandum of Lease Supplement No. 1, made and entered into on March 26, 1997 by and between ORIX Pluto Corporation, a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:


1. The undersigned have entered into that certain Lease Agreement (UPRR 1997-B) the "*Lease Agreement*"), dated March 7, 1997, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No 1 (UPRR 1997-B), dated March 26, 1997, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ORIX PLUTO CORPORATION

By   
Name: Noboru Kawai  
Title: Attorney-in-Fact

Executed on this 19<sup>th</sup> day of March, 1997.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this 17th day of March, 1997.

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SURFACE TRANSPORTATION  
BOARD

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(UPRR 1997-B)**

Memorandum of Lease Supplement No 1, made and entered into on March 25, 1997 by and between ORIX Pluto Corporation, a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (UPRR 1997-B) (the "*Lease Agreement*"), dated March 7, 1997, subject to the term defined in said Lease Agreement.

2 A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No 1 (UPRR 1997-B), dated March 26, 1997, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ORIX PLUTO CORPORATION

By \_\_\_\_\_  
Name:  
Title: Director

Executed on this \_\_\_\_ day of March, 1997.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this 17th day of March, 1997.



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the Director of ORIX PLUTO CORPORATION, that said instrument was signed on March \_\_, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

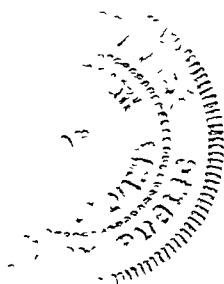
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS..  
COUNTY OF LEHIGH )

On this, the 17th day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on March 17, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Valerie A. Madea  
Name:  
Notary Public  
My Commission Expires:  
Residing in Pennsylvania

Notarial Seal  
Valerie A. Madea, Notary Public  
Allen Twp, Northampton County  
My Commission Expires Oct 10, 1998  
Member, Pennsylvania Association of Notaries



## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	20	6550 through 6569, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	19	8089, 8091, 8093, 8095, 8097 through 8111, inclusive